



Introduction

This Code of Conduct defines the ethical principles relating to work performance of all directors and employees of Asphere Innovations Public Company Limited. The Code addresses the Company's principles, values, ethics and accountability to multiple stakeholders in for the purpose of standardizing work performance of its directors and employees based on honesty, integrity, and fairness. To ensure the success of business operations and good corporate governance while maintaining the Company's good reputation is of paramount importance. Stakeholders' expectations have increased along with changes in the business environment that result from expansion to international markets and increased competition. Ultimately, the Company intends to implement its business policies to achieve success in accordance with applicable laws and regulations and with the highest ethical standards.

This Code of Conduct does not detail every specific situation or define rules for all the questions that arise. It serves as an ethical guideline for employees that can help them to make a right and appropriate decision for each situation.

The Board of Directors has given its approval to this Code of Conduct for employees on 20 June 2007. The Company requires the cooperation from all supervisors and employees to study, understand and use it as a guideline for their work performance.



1. Vision and Mission

Vision Serving the infinite future.

Mission

- To inspire and connect everyone through transformative immersive experiences.
- To revolutionize technology and unlock new possibilities.
- Seizing limitless opportunities through strategic investments, driving sustainable growth, and shaping the future.

Promise

- Delivering exceptional, immersive, and innovative digital lifestyle services that empower connections
- Transforming the way everyone works, plays, and learns through groundbreaking innovations.
- Unleashing the full potential of promising technologies through strategic and expansive investments.



2. Core Values

The Company is determined to implement strategies that are in line with the Company mission, with a goal to produce quality products and services that meet the consumers' requirements, under the business operation policies that are implemented with consideration given to environment conservation and social responsibility. Over the years, the Company's core values have been the key drivers towards achieving the Company's common goal and play an important role in motivating and retaining employees towards achieving performance excellence, building and maintaining customers' confidence and satisfaction, creating value for shareholders, and providing support for society. These core values are defined as follows.

Integrity

The Company is committed to doing the Right Thing.

The Company always performs its duty and makes decisions with honesty, discipline, and morality under the law enforcement and the Company's core values, including recognizing risks.

Trust

The Company Respects the Employees, Customers, Shareholders and Stakeholders.

The Company respects the employees, customers, shareholders and regulators and treats each of them appropriately. The Company has confidence in each other's capabilities and



intentions and believes that people work best when there is a foundation of trust in order to bring whole benefits to the organization.

People

The Company Believes that its Employees are Always the Most Important Asset.

The Company recognizes the importance of recruiting people with ability and experience that meet its needs. It also realizes the importance of rewarding employees based on the performance outcome.

Leadership

The Company is a Leader in Creating Excellent Products and Services.

The Company is committed to being a leader in creating new products and services. It also focuses its resources to achieve leadership objectives with a full devotion of its executives and staff in order to deliver its strategies and eliminate organizational barriers.



Ownership

[The Company Takes Responsibility for the Consequences of the Actions of the Company.](#)

Employees take a shared responsibility in driving the Company to meet the business goals and to improve their effectiveness. They all act like owners, treating the Company's assets as their own and behaving with the Company's long-term success in mind.

Compliance with Laws and Regulations

[The Company will comply with all Relevant Laws and Regulations.](#)

The Company is committed to conducting business in accordance with the relevant laws and regulations, including employee's actions and operations with integrity and ethical behavior.

3. Compliance with Laws and Regulations

The Company is committed to ensuring that all employees comply with applicable laws and regulations and the Code of Conduct. The pressure from business competitors, the competitive environment, or the market demands shall not be an excuse to violate the law.

The Company is determined to maintain a good relationship with regulators through open and transparent contact and coordination. The Company is ready to provide cooperation as requested by the regulator in order to foster mutual trust.



4. Dealing with the Stakeholders

The Company places great emphasis on the regulatory stakeholder groups such as customers, suppliers, employees, shareholders, and the public and society as a whole. The Commission will treat these groups of people based on the conditions of the relevant laws and regulations. The Company must treat all groups of stakeholders with great care and practice. This includes the establishment of the collaboration between the various stakeholders according to their roles and duties in order to ensure the Company stability and continuous growth for providing appropriate profits to all parties concerned. To ensure that all stakeholders have received proper rights, the Company has established a written compliance-based Code of Conduct, which has been published through the Company's website, electronic media and social media within the Company, and the Company's information board so that the directors, executives and all employees shall adhere strictly.

Receipt of Complaint

The Company has provided channels through which stakeholders may communicate, comment or provide information when witnessing, knowing or doubting or having reasonable grounds to believe in good faith that any functional units or employees of the Company breach or violate laws, rules, regulations, good corporate governance principles, business code of conduct, policies and procedures which may result in damage to the Company. A complainant shall provide details of the complaint via the following channels :



- Mail specify the envelope to one of the following clue recipients :
 - Chairman of the Audit Committee (Independent Director)
 - Company Secretary
 - Human Resources Department

By sending to the headquarters of the Company

Asphere Innovations Public Company Limited

- 51 Major Tower Rama 9 – Ramkhamhaeng, 18th Floor, Room 3-8 Rama 9 Road, Hua Mak, Bangkok, Bangkok Thailand 10240
- Website : <https://investor.asphere.co>
- Email : <https://investor.asphere.co>
- Telephone : 66 2769 8888 / Fax : 66 2090 2730

In order to protect rights of a complainant or a person giving information who acts in good faith, the Company will keep confidential the name, address or any information indicative of the complainant or the person giving information as well as the information provided by the complainant or the person giving information. Access to the said information will be limited to only those responsible for investigating complaints. Any employee complaints will be protected and shall not be affected by work status. Whosoever acts of retaliation or threat to the clue is being implemented appropriately according to legal proceedings.



Dealing with Shareholders

Equal Treatment of Shareholders

The Company is committed to conducting business with good performance, stable growth, and competitiveness under the current and future risks. To achieve added value for our shareholders over the long term. The Company places importance on the disclosure of information with transparency and equality in order to ensure the full protection of the Company's property and uphold the reputation of the Company. The Board of Directors recognizes its rights and, therefore, treats all stakeholders of the Company equitably and fairly.

The Reliability of Financial Reports

The Company's financial records shall be accurate and appropriate, in accordance with generally accepted accounting standards and applicable laws and regulations. Employees are prohibited from making a deliberate concealment of information as it may lead to discrepancies of recorded items or error in actual financial non-financial outcomes. There should be an immediate report from the employees for any actions that may lead to inappropriate use of influence, threats, or anything that may lead to a suspension about the auditor's or internal auditor's freedom regarding matters relating to financial reports, processes or internal control. This also includes reporting any suspension about the presentation of financial operations and performance. Employees shall promptly report to the management when finding any violation of the Company's copyrights.



Dealing with Employees – General

Equitability and Respect for the Individual Right and Freedoms

Employees are considered the most valuable resource. A decision to hire employees is based on required skills, with consideration given to the qualifications and experience of each candidate and other work requirement. The employees' efficiency is continuously developed for their optimal progress in order to obtain appropriate compensation which is compatible to other leading companies. In addition, the Company is committed to cultivating positive working culture and atmosphere. The employees are treated with equality and fairness. They are free of any discrimination and abuse of individual liberty, both directly and indirectly. Hiring decisions are based on the fundamental working skills, characteristics and experience of each individual. The Company sets priority on the employees' benefits and welfare in various aspects such as the establishment of provident fund, the annual health check, group insurance, the employee loans, the fire evacuation drill, and the establishment of a disaster prevention system.

Violence, Threats and Weapons

Employees are prohibited from instigating violence or intentionally causing harm to a person or other person's property. Employees are also prohibited from possessing, concealing, or using any weapon in the business premises.



Drugs and Alcohol

Employees are prohibited from using, buying, selling, having in possession or distributing drugs and alcohol in the business premise.

Safety and Occupational Health

The Company emphasizes on safe working environment and occupational health as well as adheres to the applicable Safety and Occupational Health laws and will continue to develop SOH systems and practices. The Company aims to have zero. The Company hopes that no one will suffer from any harm throughout the maneuver. All employees should adhere to the safety rules and regulations while performing their work and employees should immediately report any work related incident or potential hazardous incident to the management.

Employees' Data

The Company respects the dignity and privacy of all employees and only collects the personal information of the employees only in the case that it is necessary to the effective work performance or for legitimate business proposes. All information will be in confidentiality. The use of employee's personal information is limited to authorized parties only. Disclosure of this information would be allowed only when involving parties with legal rights and only on the need to know basis.



Employee Development

The Company seeks itself to become a learning company. It sees the value in all employees and provides an opportunity for all employees to develop their professionalism so they could fully maximize their efficiency. The Company also encourages all employees to work as a team.

Dealing with Employees - Conflicts of Interest

Employees shall not seek personal interests that are contradictory to the interests of the Company and its customers. Business decisions making and operation must be based on the utmost benefits of the Company. All employees must report and disclose information on conflicts of interest that occur or might occur to the management immediately.

Use of Insider Information and Disclosure of Information to Third Parties

The use of insider information for securities trading is against the law and in breach of professional ethics. The employees are ineligible to take advantage and use the existing insider information, which has not been publicly disclosed in the stock trading. This includes information of the related company or the business partners. In addition, the employees should not forward to or supply information for third parties who are likely to use such information for investment decision making.



External Events and Business Risks

Employees shall not work for the Company's competitors or customers or receive compensation for work performed for such competitors without permissions from the executive. Receiving such benefit must not be in conflict with efficient work performance for the Company, nor shall it be disadvantageous to the Company's business. This includes not taking the property and services in the ownership of the Company to perform work other than that of the Company.

Involvement in External Activities

Involvement in external activities such as holding directorship, serving as consultants, or representing other companies requires prior approval of the management. Such activities must not be detrimental to the Company's business and reputation, nor shall they affect the employee's efficiency in working of the Company.

Anti-Corruption Practices

Honesty and integrity are core values of the Company. The offender shall be investigated and prosecuted. All employees have the duty to report any suspected wrongdoer and corruption in the organization. The reports will be investigated and operated in an appropriate action.



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Business Contact with Government agencies or Government officials

Employees must realize that activities considered appropriate by private entities may not be appropriate, or may violate the law, when it comes to dealing with government agencies or government officials. Henceforth, valuable items should not be given to government officials or politician to persuade them to exploit their authority in our favor.

Gifts and Entertainment

Employees may accept or give inexpensive gifts or reasonable treats if they are in accordance with traditional practices or festive seasons. Such accepting or giving must comply with the Company's rules and regulations or have been approved by the management. Employees shall not accept gifts, cash or cash equivalents that may lead them to the misconduct or the violation of the regulations of the Company or to the inappropriate waving of some business requirements.

Dealing with Customers

Quality and Safety of Products

The Company is committed to giving customer satisfaction by providing excellent services and products for the customers with the readiness to respond to customer needs. The customers shall be given an opportunity to share their opinion and there will be the persons who are responsible for receiving customer complaints.



Customers' Data

The relationship with customers is based on honesty and mutual trust. The Company respects the rights and data of the customers by keeping customer information confidentially as if it were the Company's own information. Henceforth, the Company shall not use or disclose confidential information relating to customers without permission and such information shall be used or disclosed only if required by law.

Marketing and Advertising :

The Employees shall always treat customers with attentive care and aim at building a long-term relationship with customers, in accordance with the laws and business ethical standards. Marketing media, advertisement and work performed on behalf of the Company shall be accurate, honest, and in compliance with relevant laws and regulations. The Company shall not allow intentional use of misleading statement. The Company shall not allow any intentional misleading statements, omission of vital information, or provision of inaccurate information on competitor's propositions. The business negotiations shall be conducted professionally and fairly. Employees shall not become involved in contracts to buy and to sell that have not been properly approved.



Dealing with Suppliers

Equitability and Respect

The Company shall treat all suppliers with equitability and fairness base on contractual negotiations. Competitive rules and regulations shall be observed with the avoidance of untruthful practice. Suppliers shall be respected and treated as one of the Company's trade partners.

Selection of Vendors, Contractors and Consultants

Selection must be based on the Company's optimal benefit. The selection process must be conducted unbiasedly, with contracts that clearly explain products and services as well as terms of payments and relevant fees; all contracts must properly approved by the involved authority. Employees are prohibited from accepting any benefit from the prospective vendors, contractors or consultants of the Company, which may lead to prejudice in decision making.

Confidentiality

Employees must not disclose supplier's confidential information to other parties. Such information shall only be used for the business purposes or as otherwise required by law.



Dealing with Competitors

Competitors' Information

The Company shall behave according to competition laws and regulations. No illegal, deceptive or dishonest methods shall be used to obliterate competitors or attain their confidential information.

Fair Competition

Employees shall engage in fair competition and observe the freedom in decision-making in sale and marketing activities. Employees must not engage in any discussions or enter into any agreements with the competitors with respect to the Company's business, financial and law information. Employees must not make improper, false, or misleading statements about competitors, including comments on the issue of competition business, finance or law.

Dealing with Society and the Environment

Activities for Society and Community

The Company has a consciousness and awareness as part of society, responsible for social setting, supporting the community activities and assisting the society at any available appropriate opportunity, as well as improving the urban environment and society for better life. The Company takes its high social responsibilities by providing the game service with appropriate and non-violence content and is the first online game provider in Thailand, which classified the players by



age for each game to restrict young people's access to inappropriate content. Moreover, the administrator teams (Game Master) have been established to monitor the game event and players activities for preventing violence, gambling and improper activities. Moreover, the Company's online gaming service can improve players' computer skills and has contributed to the growth of the Internet networks and usages, that providing easier access to the information and knowledge. In addition, the development of the game by the Company also contributes to the promoting of research and development of software and animation in Thailand. For society, the Company has contributed financial support to IT education, supported educational and health activities to the players, and made charitable contributions on a regular basis.

Human Rights

The Company is committed to treating its employees equally and fairly, adheres to the employment law and respects the conditions of employment.

Environment

The Company is committed to protecting the environment by placing great importance to pollution prevention and waste reduction that could may impact or be the cause of the environmental degradation.



Political Activities and Employees Participation

The Company has a duty to encourage the employees to have the right and freedom to support political parties. This is considered to be each employee's personal matter. However, employees are not allowed to give political support on behalf of the Company without the management's approval.

Dealing with Company's Assets

Safeguarding Company's Assets

The Company's policy requires the employees to be responsible for the use of the Company's assets for maximum benefits and shall not use them for personal benefit. Sources of technological data are the Company's assets and are given to employees to be used for the Company's business only. Employees are prohibited from using them inappropriately or for matters that have nothing to do with the Company's business.

5. Monitoring Compliance with the Law and the Code of Conduct

Reporting the Violations of the Law and the Code of Conduct

In the case of a violation or a suspicion that there is a violation of the Code of Conduct or any inappropriate act took place in the Company, employees must report such an issue to the management or to the designated person(s) immediately. Such issue shall be in attention of line



manager or other supervisors. All employees shall be treated with respect and shall not violently retaliated, threatened, or abused as a result of disclosing issues relating to violations of the laws, Code of Conduct, or other regulations in good faith.

The management or the designated persons are responsible for monitoring employee's compliance with this Code of Conduct, evaluating information on, and investigating employee's acts that are in breach of the Code of Conduct, and reporting them to the Audit Committee and the Board of Directors for further action.

Disciplinary Actions

To ensure that employees adhere to the applicable laws and the Code of Conduct, the Company shall take serious action against those who violate this Code of Conduct, which may result in disciplinary proceedings including warning, work suspension, demotion, salary reduction, termination of employment, and other actions as appropriate.

[Monitoring of the Use of Inside Information](#)

The Company has a policy and ethical commitment in conducting business with customers, suppliers and shareholders based on the Code of Conduct as a guideline for the executives and employees at all levels. The case which the executives and/or the employees disclose the information of the Company or use the information for their own or conduct any actions leading to



the conflicts of interest is considered a serious offense and may be subjected to disciplinary proceedings.

The Code of Conduct has a policy and practices to control the exploitation of inside information by the directors and executives for their personal benefit, including securities trading :

1. The directors, executives and employees of the Company are required to maintain the confidentiality and / or information within the Company.
2. The directors, executives and employees of the Company are forbidden from exploitation of confidential and/or inside information for their own benefit or other's whether direct or indirect and whether or not rewarded.
3. The directors, executives and employees of Asphere must not trade, transfer or be transferred of securities by using confidential and / or internal information of the Company and / or any other legal transaction by using confidential and / or information within the Company, causing damage to Asphere whether directly or indirectly.

The directors, executives and employees in the unit where inside information is available must refrain from the Company's stock trading for one month prior to the date of announcement of operation results and financial statement until such information is declared to the public.

The directors and executives of the Company shall report ownership of all securities issued by the Company, pertaining to themselves, spouses and/or minor children to The Office of the Securities and Exchange Commission (SEC).



The directors, executives or employees who fail to comply with the Company's regulations of inside information must be subject to penalties according to the Company's disciplinary action including written warning, deduction of payment and temporary suspension without pay or termination of employment. The level of disciplinary action shall depend on the degree of the violation. This policy and practices have been noticeably announced to the directors, executives and employees in general.

The Company has informed all executives and management of each division about their duties to report the number of shares or securities of the Company that are held by them, their spouse and minor children as well as every change of securities holding occurring as a result of any purchase, sale, transfer or acknowledgement of transfer of securities to the Securities and Exchange Commission according to Clause 59 and Clause 275 of the Securities and the Stock Exchange Act B.E. 2535.